



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2009  
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc

NAIC Group Code07070707NAIC Company Code95467Employer's ID Number38-3204052  
(Current)(Prior)

Organized under the Laws ofMichigan, State of Domicile or Port of EntryMichigan

Country of DomicileUnited States of America

Licensed as business type:Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized01/11/1994Commenced Business10/11/1994

Statutory Home Office26957 Northwestern Highway, Suite 400Southfield , MI 48033  
(Street and Number)(City or Town, State and Zip Code)

Main Administrative Office26957 Northwestern Highway, Suite 400Southfield , MI 48033248-559-5656  
(Street and Number)(City or Town, State and Zip Code)(Area Code) (Telephone Number)

Mail Address26957 Northwestern Highway, Suite 400Southfield , MI 48033  
(Street and Number or P.O. Box)(City or Town, State and Zip Code)

Primary Location of Books and Records26957 Northwestern Highway, Suite 400Southfield , MI 48033248-331-4269  
(Street and Number)(City or Town, State and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.glhp.com

Statutory Statement ContactDavid K. Livingston248-331-4269  
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OFFICERS

PresidentDavid K. Livingston #

TreasurerRobert W. Oberrender

SecretaryEric Wexler

OTHER

Dawn Koehler VP Government Affairs

Kara Jean Rios VP Finance

John William Kelly VP Tax Services

Lisa Ann Gray Chief Operating Officer

Rachel Godwin VP Health Services

David B. Siegel # Medical Director

DIRECTORS OR TRUSTEES

Rodney C Armstead M.D.

Chris A. Scherer

William E. Ralston

John J. Kaelin

Laura A. Spicer

State ofMichigan

County ofSS:

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

David K. LivingstonPresident

Eric WexlerSecretary

Robert W. OberrenderTreasurer

Subscribed and sworn to before me this day of

a. Is this an original filing? Yes [ X ] No [ ]

b. If no,

1. State the amendment number.....

2. Date filed .....

3. Number of pages attached.....

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D) .....	25,345,819		25,345,819	33,710,244
2. Stocks (Schedule D):				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ .....	0		0	0
encumbrances) .....				
4.2 Properties held for the production of income (less				
\$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ .....				
encumbrances) .....			0	0
5. Cash (\$ .....(8,647,903) , Schedule E - Part 1), cash equivalents				
(\$ ..... , Schedule E - Part 2) and short-term				
investments (\$ .....76,752,620 , Schedule DA) .....	68,104,717		68,104,717	59,408,949
6. Contract loans, (including \$ ..... premium notes) .....			0	0
7. Other invested assets (Schedule BA) .....			0	0
8. Receivables for securities .....	0		0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	93,450,536	0	93,450,536	93,119,193
11. Title plants less \$ ..... charged off (for Title insurers				
only) .....			0	0
12. Investment income due and accrued .....	311,721		311,721	418,716
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	0		0	0
13.2 Deferred premiums, agents' balances and installments booked but				
deferred and not yet due (including \$ .....				
earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	0		0	1,617,953
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....	38,611		38,611	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....	5,901,361		5,901,361	0
16.2 Net deferred tax asset .....	777,056	0	777,056	452,309
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	0		0	0
19. Furniture and equipment, including health care delivery assets				
(\$ ..... ) .....	0	0	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	0
22. Health care (\$ .....10,821,237 ) and other amounts receivable .....	11,274,518	453,281	10,821,237	2,254,082
23. Aggregate write-ins for other than invested assets .....	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and				
Protected Cell Accounts (Lines 10 to 23) .....	111,753,803	453,281	111,300,522	97,862,253
25. From Separate Accounts, Segregated Accounts and Protected Cell				
Accounts .....			0	0
26. Total (Lines 24 and 25)	111,753,803	453,281	111,300,522	97,862,253
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. ....				
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	63,956,475		63,956,475	42,314,983
2. Accrued medical incentive pool and bonus amounts .....	955,400		955,400	856,501
3. Unpaid claims adjustment expenses.....	1,484,992		1,484,992	1,003,710
4. Aggregate health policy reserves.....	41,409		41,409	0
5. Aggregate life policy reserves.....			0	0
6. Property/casualty unearned premium reserves.....			0	0
7. Aggregate health claim reserves.....			0	0
8. Premiums received in advance.....	0		0	0
9. General expenses due or accrued.....	238,628		238,628	2,724,713
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses)) .....	0		0	143,101
10.2 Net deferred tax liability.....	0		0	0
11. Ceded reinsurance premiums payable.....	0		0	0
12. Amounts withheld or retained for the account of others.....			0	0
13. Remittance and items not allocated.....	0		0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current).....			0	0
15. Amounts due to parent, subsidiaries and affiliates.....	4,525,491		4,525,491	114,250
16. Payable for securities.....	0		0	0
17. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers and \$ .....0 unauthorized reinsurers).....			0	0
18. Reinsurance in unauthorized companies.....			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
20. Liability for amounts held under uninsured plans.....	0		0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current).....	20,829	0	20,829	766,458
22. Total liabilities (Lines 1 to 21).....	71,223,224	0	71,223,224	47,923,716
23. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
24. Common capital stock.....	XXX	XXX		
25. Preferred capital stock.....	XXX	XXX		
26. Gross paid in and contributed surplus.....	XXX	XXX	22,003,392	22,003,392
27. Surplus notes.....	XXX	XXX	0	
28. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
29. Unassigned funds (surplus).....	XXX	XXX	18,073,907	27,935,145
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24 \$ ..... ).....	XXX	XXX		
30.2 ..... shares preferred (value included in Line 25 \$ ..... ).....	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30).....	XXX	XXX	40,077,299	49,938,537
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	111,300,522	97,862,253
DETAILS OF WRITE-INS				
2101. Escheat funds .....	20,829		20,829	59,083
2102. QAAP tax .....			0	707,375
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198)(Line 21 above)	20,829	0	20,829	766,458
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898)(Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	2,294,672	2,031,538
2. Net premium income ( including \$ ..... non-health premium income) .....	XXX	679,558,690	540,233,464
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	0	0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX	0	0
5. Risk revenue .....	XXX	0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	(8,247,229)	(29,671,464)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	671,311,461	510,562,000
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		465,112,961	358,133,266
10. Other professional services .....		16,128,489	14,449,603
11. Outside referrals .....		0	0
12. Emergency room and out-of-area .....		24,815,048	20,065,561
13. Prescription drugs .....		68,284,971	57,866,144
14. Aggregate write-ins for other hospital and medical .....	0	0	0
15. Incentive pool, withhold adjustments, and bonus amounts .....		4,183,415	856,501
16. Subtotal (Lines 9 to 15) .....	0	578,524,884	451,371,075
<b>Less:</b>			
17. Net reinsurance recoveries .....		413,689	2,364,370
18. Total hospital and medical (Lines 16 minus 17) .....	0	578,111,195	449,006,705
19. Non-health claims (net) .....			0
20. Claims adjustment expenses, including \$ ..... 5,960,862 cost containment expenses .....		9,020,600	6,467,793
21. General administrative expenses .....		87,326,478	48,700,511
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....		0	0
23. Total underwriting deductions (Lines 18 through 22).....	0	674,458,273	504,175,009
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(3,146,812)	6,386,991
25. Net investment income earned (Exhibit of Net Investment Income, Line 17) .....		1,617,439	3,002,118
26. Net realized capital gains (losses) less capital gains tax of \$ ..... 17,290 .....		97,647	(73,910)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,715,086	2,928,208
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(1,431,726)	9,315,199
31. Federal and foreign income taxes incurred .....	XXX	(767,597)	3,574,272
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(664,129)	5,740,927
<b>DETAILS OF WRITE-INS</b>			
0601. QAAP tax .....	XXX	(8,247,229)	(29,671,464)
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above) .....	XXX	(8,247,229)	(29,671,464)
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above) .....	XXX	0	0
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above) .....	0	0	0
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above) .....	0	0	0



STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year.....	49,938,539	41,978,226
34. Net income or (loss) from Line 32 .....	(664,129)	5,740,927
35. Change in valuation basis of aggregate policy and claim reserves .....		
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		
37. Change in net unrealized foreign exchange capital gain or (loss) .....		
38. Change in net deferred income tax .....	(1,347,082)	(110,250)
39. Change in nonadmitted assets .....	8,021,852	2,341,053
40. Change in unauthorized reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles.....		0
44. Capital Changes:		
44.1 Paid in .....	0	(10,680,494)
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....		
45. Surplus adjustments:		
45.1 Paid in .....	0	0
45.2 Transferred to capital (Stock Dividend) .....		
45.3 Transferred from capital .....		
46. Dividends to stockholders .....	(7,284,000)	
47. Aggregate write-ins for gains or (losses) in surplus .....	(8,587,881)	10,669,077
48. Net change in capital and surplus (Lines 34 to 47) .....	(9,861,240)	7,960,313
49. Capital and surplus end of reporting period (Line 33 plus 48)	40,077,299	49,938,539
DETAILS OF WRITE-INS		
4701. Change in Tax Provision from prior year .....		(11,417)
4702. To correct additional paid in capital balance .....		10,680,494
4703. 2007 change in deferred tax correction of error .....	(349,465)	
4798. Summary of remaining write-ins for Line 47 from overflow page .....	(8,238,416)	0
4799. Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	(8,587,881)	10,669,077

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance .....	671,352,870	510,038,019
2. Net investment income .....	1,818,294	3,197,892
3. Miscellaneous income .....	0	0
4. Total (Lines 1 through 3) .....	673,171,164	513,235,911
5. Benefit and loss related payments .....	563,353,374	444,507,624
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7. Commissions, expenses paid and aggregate write-ins for deductions .....	92,773,559	51,355,975
8. Dividends paid to policyholders .....		
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	5,276,866	4,330,464
10. Total (Lines 5 through 9) .....	661,403,799	500,194,063
11. Net cash from operations (Line 4 minus Line 10) .....	11,767,365	13,041,848
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	12,369,188	14,076,218
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	12,369,188	14,076,218
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	4,000,970	3,937,301
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	4,000,970	3,937,301
14. Net increase (decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	8,368,218	10,138,917
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	7,284,000	0
16.6 Other cash provided (applied) .....	(4,155,815)	(144,642)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	(11,439,815)	(144,642)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	8,695,768	23,036,123
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	59,408,949	36,372,826
19.2 End of year (Line 18 plus Line 19.1) .....	68,104,717	59,408,949

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

**ANALYSIS OF OPERATIONS BY LINES OF BUSINESS**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income .....	679,558,690						6,439,586	673,119,104		
2. Change in unearned premium reserves and reserve for rate credit .....	0									
3. Fee-for-service (net of \$ ..... medical expenses) .....	0									XXX
4. Risk revenue .....	0									XXX
5. Aggregate write-ins for other health care related revenues .....	(8,247,229)	0	0	0	0	0	0	(8,247,229)	0	XXX
6. Aggregate write-ins for other non-health care related revenues .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6) .....	671,311,461	0	0	0	0	0	6,439,586	664,871,875	0	0
8. Hospital/medical benefits .....	465,112,961						5,909,611	459,203,350		XXX
9. Other professional services .....	16,128,489							16,128,489		XXX
10. Outside referrals .....	0									XXX
11. Emergency room and out-of-area .....	24,815,048							24,815,048		XXX
12. Prescription drugs .....	68,284,971						748,232	67,536,739		XXX
13. Aggregate write-ins for other hospital and medical .....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts .....	4,183,415							4,183,415		XXX
15. Subtotal (Lines 8 to 14) .....	578,524,884	0	0	0	0	0	6,657,843	571,867,041	0	XXX
16. Net reinsurance recoveries .....	413,689							413,689		XXX
17. Total medical and hospital (Lines 15 minus 16) .....	578,111,195	0	0	0	0	0	6,657,843	571,453,352	0	XXX
18. Non-health claims (net) .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$ ..... cost containment expenses .....	9,020,600						15,775	9,004,825		
20. General administrative expenses .....	87,326,478						200,421	87,126,057		
21. Increase in reserves for accident and health contracts .....	0									XXX
22. Increase in reserves for life contracts .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22) .....	674,458,273	0	0	0	0	0	6,874,039	667,584,234	0	0
24. Total underwriting gain or (loss) (Line 7 minus Line 23) .....	(3,146,812)	0	0	0	0	0	(434,453)	(2,712,359)	0	0
DETAILS OF WRITE-INS										
0501. QAAP tax .....	(8,247,229)							(8,247,229)		XXX
0502. ....										XXX
0503. ....										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page .....	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above) .....	(8,247,229)	0	0	0	0	0	0	(8,247,229)	0	XXX
0601. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above) .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301. ....										XXX
1302. ....										XXX
1303. ....										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page .....	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above) .....	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical) .....				0
2. Medicare Supplement .....				0
3. Dental only .....				0
4. Vision only .....				0
5. Federal Employees Health Benefits Plan .....	0			0
6. Title XVIII - Medicare .....	6,439,586			6,439,586
7. Title XIX - Medicaid .....	674,598,588		1,479,484	673,119,104
8. Other health .....				0
9. Health subtotal (Lines 1 through 8) .....	681,038,174	0	1,479,484	679,558,690
10. Life .....	0			0
11. Property/casualty .....	0			0
12. Totals (Lines 9 to 11)	681,038,174	0	1,479,484	679,558,690

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct .....	552,699,978						5,668,989	547,030,989		
1.2 Reinsurance assumed .....	0							0		
1.3 Reinsurance ceded .....	413,689							413,689		
1.4 Net .....	552,286,289	0	0	0	0	0	5,668,989	546,617,300	0	0
2. Paid medical incentive pools and bonuses .....	4,084,516							4,084,516		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct .....	63,956,475	0	0	0	0	0	1,183,305	62,773,170	0	0
3.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
3.4 Net .....	63,956,475	0	0	0	0	0	1,183,305	62,773,170	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct .....	0									
4.2 Reinsurance assumed .....	0									
4.3 Reinsurance ceded .....	0									
4.4 Net .....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year .....	955,400							955,400		
6. Net healthcare receivables (a) .....	0									
7. Amounts recoverable from reinsurers December 31, current year .....	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct .....	42,314,983	0	0	0	0	0	194,451	42,120,532	0	0
8.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
8.4 Net .....	42,314,983	0	0	0	0	0	194,451	42,120,532	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct .....	0									
9.2 Reinsurance assumed .....	0									
9.3 Reinsurance ceded .....	0									
9.4 Net .....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year .....	856,501	0	0	0	0	0	0	856,501	0	0
11. Amounts recoverable from reinsurers December 31, prior year .....	0	0	0	0	0	0	0	0	0	0
12. Incurred Benefits:										
12.1 Direct .....	574,341,470	0	0	0	0	0	6,657,843	567,683,627	0	0
12.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded .....	413,689	0	0	0	0	0	0	413,689	0	0
12.4 Net .....	573,927,781	0	0	0	0	0	6,657,843	567,269,938	0	0
13. Incurred medical incentive pools and bonuses .....	4,183,415	0	0	0	0	0	0	4,183,415	0	0

(a) Excludes \$ loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct .....	7,793,404						144,191	7,649,213		
1.2 Reinsurance assumed .....	0									
1.3 Reinsurance ceded .....	0							0		
1.4 Net .....	7,793,404	0	0	0	0	0	144,191	7,649,213	0	0
2. Incurred but Unreported:										
2.1 Direct .....	56,163,071						1,039,114	55,123,957		
2.2 Reinsurance assumed .....	0									
2.3 Reinsurance ceded .....	0									
2.4 Net .....	56,163,071	0	0	0	0	0	1,039,114	55,123,957	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct .....	0									
3.2 Reinsurance assumed .....	0									
3.3 Reinsurance ceded .....	0									
3.4 Net .....	0	0	0	0	0	0	0	0	0	0
4. TOTALS:										
4.1 Direct .....	63,956,475	0	0	0	0	0	1,183,305	62,773,170	0	0
4.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
4.4 Net .....	63,956,475	0	0	0	0	0	1,183,305	62,773,170	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid December 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred In Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical) .....					0	
2. Medicare Supplement .....					0	
3. Dental Only .....					0	
4. Vision Only .....					0	
5. Federal Employees Health Benefits Plan .....					0	
6. Title XVIII - Medicare .....	417,798	5,251,191	1,050,118	133,188	1,467,916	194,451
7. Title XIX - Medicaid .....	24,744,735	521,872,565	(2,096,563)	64,869,732	22,648,172	42,120,532
8. Other health .....					0	
9. Health subtotal (Lines 1 to 8) .....	25,162,533	527,123,756	(1,046,445)	65,002,920	24,116,088	42,314,983
10. Healthcare receivables (a) .....					0	
11. Other non-health .....				0	0	
12. Medical incentive pools and bonus amounts .....	877,400	3,207,116		955,400	877,400	856,501
13. Totals (Lines 9 - 10 + 11 + 12)	26,039,933	530,330,872	(1,046,445)	65,958,320	24,993,488	43,171,484

(a) Excludes \$ loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Title XVIII

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	0	0	0	0	
2.	2005 .....					
3.	2006 .....	XXX				
4.	2007 .....	XXX	XXX			
5.	2008 .....	XXX	XXX	XXX	834	1,252
6.	2009 .....	XXX	XXX	XXX	XXX	2,973

Section B - Incurred Health Claims - Title XVIII

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	0	0	0	0	
2.	2005 .....					
3.	2006 .....	XXX				
4.	2007 .....	XXX	XXX			
5.	2008 .....	XXX	XXX	XXX	1,029	1,447
6.	2009 .....	XXX	XXX	XXX	XXX	2,973

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XVIII

Years in which Premiums were Earned and Claims were Incurred		1	2	3	4	5	6	7	8	9	10
		Premiums Earned	Claims Payment	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	(Col. 9/1) Percent
1.	2005 .....				0.0	0	0.0			0	0.0
2.	2006 .....				0.0	0	0.0			0	0.0
3.	2007 .....				0.0	0	0.0			0	0.0
4.	2008 .....		1,252		0.0	1,252	0.0			1,252	0.0
5.	2009 .....	6,440	2,973	16	0.5	2,989	46.4	1,183	6	4,178	64.9



UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Title XIX

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	572,670	572,548	572,418	0	
2.	2005 .....	184,345	199,726	199,337	(75)	(75)
3.	2006 .....	XXX	206,739	224,964	97	59
4.	2007 .....	XXX	XXX	270,129	24,433	24,500
5.	2008 .....	XXX	XXX	XXX	421,583	447,694
6.	2009 .....	XXX	XXX	XXX	XXX	277,989

Section B - Incurred Health Claims - Title XIX

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	0	0	0	572,418	
2.	2005 .....	0	0	0	199,262	(75)
3.	2006 .....	XXX	0	0	225,061	59
4.	2007 .....	XXX	XXX	0	294,562	24,500
5.	2008 .....	XXX	XXX	XXX	464,560	447,694
6.	2009 .....	XXX	XXX	XXX	XXX	320,875

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XIX

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payment	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2005 .....		(75)		0.0	(75)	0.0			(75)	0.0
2. 2006 .....		59		0.0	59	0.0			59	0.0
3. 2007 .....		24,500		0.0	24,500	0.0			24,500	0.0
4. 2008 .....		447,694		0.0	447,694	0.0			447,694	0.0
5. 2009 .....	673,119	277,898	9,005	3.2	286,903	42.6	63,729	1,479	352,111	52.3

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	572,670	572,548	572,418	0	0
2.	2005 .....	184,345	199,726	199,337	(75)	(75)
3.	2006 .....	XXX	206,739	224,964	97	59
4.	2007 .....	XXX	XXX	270,129	24,433	24,500
5.	2008 .....	XXX	XXX	XXX	422,417	448,946
6.	2009 .....	XXX	XXX	XXX	XXX	280,962

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2005	2 2006	3 2007	4 2008	5 2009
1.	Prior .....	0	0	0	572,418	0
2.	2005 .....	0	0	0	199,262	(75)
3.	2006 .....	XXX	0	0	225,061	59
4.	2007 .....	XXX	XXX	0	294,562	24,500
5.	2008 .....	XXX	XXX	XXX	465,589	449,141
6.	2009 .....	XXX	XXX	XXX	XXX	323,848

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payment	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2005 .....	0	(75)	0	0.0	(75)	0.0	0	0	(75)	0.0
2. 2006 .....	0	59	0	0.0	59	0.0	0	0	59	0.0
3. 2007 .....	0	24,500	0	0.0	24,500	0.0	0	0	24,500	0.0
4. 2008 .....	0	448,946	0	0.0	448,946	0.0	0	0	448,946	0.0
5. 2009 .....	679,559	280,871	9,021	3.2	289,892	42.7	64,912	1,485	356,289	52.4

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....	0								
2. Additional policy reserves (a) .....	41,409						41,409		
3. Reserve for future contingent benefits .....	0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... ) for investment income .....	0								
5. Aggregate write-ins for other policy reserves .....	0	0	0	0	0	0	0	0	0
6. Totals (gross) .....	41,409	0	0	0	0	0	41,409	0	0
7. Reinsurance ceded .....	0								
8. Totals (Net)(Page 3, Line 4) .....	41,409	0	0	0	0	0	41,409	0	0
9. Present value of amounts not yet due on claims .....	0								
10. Reserve for future contingent benefits .....	0								
11. Aggregate write-ins for other claim reserves .....	0	0	0	0	0	0	0	0	0
12. Totals (gross) .....	0	0	0	0	0	0	0	0	0
13. Reinsurance ceded .....	0								
14. Totals (Net)(Page 3, Line 7) .....	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0	0	0	0	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above) .....	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0	0	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above) .....	0	0	0	0	0	0	0	0	0

(a) Includes \$ ..... premium deficiency reserve.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

	Claim Adjustment Expenses		3	4	5
	1	2			
	Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent (\$ ..... for occupancy of own building) .....	64,786	56,227	874,635		995,648
2. Salary, wages and other benefits .....	4,241,172	1,567,242	22,561,363		28,369,777
3. Commissions (less \$ ..... ceded plus \$ ..... assumed) .....			216,196		216,196
4. Legal fees and expenses .....	11,270	9,781	159,324		180,375
5. Certifications and accreditation fees .....	3,018	2,619	40,740		46,377
6. Auditing, actuarial and other consulting services ....	277,314	240,677	3,938,275		4,456,266
7. Traveling expenses .....	35,323	30,656	476,871		542,850
8. Marketing and advertising .....	119,809	103,981	1,644,540		1,868,330
9. Postage, express and telephone .....	176,422	153,114	2,381,753		2,711,289
10. Printing and office supplies .....	121,756	105,670	1,643,745		1,871,171
11. Occupancy, depreciation and amortization .....	8,093	7,023	(870,066)		(854,950)
12. Equipment .....	19,759	17,149	267,035		303,943
13. Cost or depreciation of EDP equipment and software .....	175,653	152,447	2,371,371		2,699,471
14. Outsourced services including EDP, claims, and other services .....	403,476	350,171	5,447,061		6,200,708
15. Boards, bureaus and association fees .....	1,793	1,556	24,209		27,558
16. Insurance, except on real estate .....	(13,788)	(11,958)	657,252		631,506
17. Collection and bank service charges .....	8,336	7,235	112,539		128,110
18. Group service and administration fees .....	32,714	28,392	441,645		502,751
19. Reimbursements by uninsured plans .....					0
20. Reimbursements from fiscal intermediaries .....					0
21. Real estate expenses .....					0
22. Real estate taxes .....					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes .....			34,755,077		34,755,077
23.2 State premium taxes .....			6,429,538		6,429,538
23.3 Regulatory authority licenses and fees .....			51,211		51,211
23.4 Payroll taxes .....	126,446	109,741	1,707,062		1,943,249
23.5 Other (excluding federal income and real estate taxes) .....	199	173	2,685		3,057
24. Investment expenses not included elsewhere .....				26,266	26,266
25. Aggregate write-ins for expenses .....	147,311	127,842	1,992,417	0	2,267,570
26. Total expenses incurred (Lines 1 to 25) .....	5,960,862	3,059,738	87,326,478	26,266	(a) .....96,373,344
27. Less expenses unpaid December 31, current year .....		1,484,991	238,628		1,723,619
28. Add expenses unpaid December 31, prior year .....	0	1,003,710	2,724,713	0	3,728,423
29. Amounts receivable relating to uninsured plans, prior year .....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year .....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30) .....	5,960,862	2,578,457	89,812,563	26,266	98,378,148
DETAILS OF WRITE-INS					
2501. Other .....	147,311	127,842	1,992,417		2,267,570
2502. ....					
2503. ....					
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above) .....	147,311	127,842	1,992,417	0	2,267,570

(a) Includes management fees of \$ .....60,746,638 to affiliates and \$ ..... to non-affiliates.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. government bonds .....	(a) .....94,797	.....73,663
1.1	Bonds exempt from U.S. tax .....	(a) .....	
1.2	Other bonds (unaffiliated) .....	(a) .....1,433,078	.....1,340,784
1.3	Bonds of affiliates .....	(a) .....	
2.1	Preferred stocks (unaffiliated) .....	(b) .....	
2.11	Preferred stocks of affiliates .....	(b) .....	
2.2	Common stocks (unaffiliated) .....		
2.21	Common stocks of affiliates .....		
3.	Mortgage loans .....	(c) .....	
4.	Real estate .....	(d) .....	
5	Contract Loans .....		
6	Cash, cash equivalents and short-term investments .....	(e) .....229,258	.....229,258
7	Derivative instruments .....	(f) .....	
8.	Other invested assets .....		
9.	Aggregate write-ins for investment income .....	.....0	.....0
10.	Total gross investment income .....	1,757,133	1,643,705
11.	Investment expenses .....		(g) .....26,266
12.	Investment taxes, licenses and fees, excluding federal income taxes .....		(g) .....0
13.	Interest expense .....		(h) .....
14.	Depreciation on real estate and other invested assets .....		(i) .....
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total deductions (Lines 11 through 15) .....		.....26,266
17.	Net investment income (Line 10 minus Line 16)		1,617,439
DETAILS OF WRITE-INS			
0901.	.....		
0902.	.....		
0903.	.....		
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0
1501.	.....		
1502.	.....		
1503.	.....		
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		0
1599.	Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		0

- (a) Includes \$ .....87,985 accrual of discount less \$ .....199,135 amortization of premium and less \$ .....4,890 paid for accrued interest on purchases.
- (b) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ ..... paid for accrued dividends on purchases.
- (c) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ ..... paid for accrued interest on purchases.
- (d) Includes \$ ..... for company's occupancy of its own buildings; and excludes \$ ..... interest on encumbrances.
- (e) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ ..... paid for accrued interest on purchases.
- (f) Includes \$ ..... accrual of discount less \$ ..... amortization of premium.
- (g) Includes \$. ..... investment expenses and \$ ..... investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ ..... interest on surplus notes and \$ ..... interest on capital notes.
- (i) Includes \$ ..... depreciation on real estate and \$ ..... depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	6,997	0	6,997	0	0
1.1	Bonds exempt from U.S. tax .....			0		
1.2	Other bonds (unaffiliated) .....	128,324	(20,381)	107,943	0	0
1.3	Bonds of affiliates .....	0	0	0	0	0
2.1	Preferred stocks (unaffiliated) .....	0	0	0	0	0
2.11	Preferred stocks of affiliates .....	0	0	0	0	0
2.2	Common stocks (unaffiliated) .....	0	0	0	0	0
2.21	Common stocks of affiliates .....	0	0	0	0	0
3.	Mortgage loans .....		0	0	0	0
4.	Real estate .....		0	0		0
5.	Contract loans .....			0		
6.	Cash, cash equivalents and short-term investments .....			0		
7.	Derivative instruments .....			0		
8.	Other invested assets .....		0	0	0	0
9.	Aggregate write-ins for capital gains (losses) .....	0	0	0	0	0
10.	Total capital gains (losses) .....	135,321	(20,381)	114,940	0	0
DETAILS OF WRITE-INS						
0901.	.....					
0902.	.....					
0903.	.....					
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0	0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D) .....		0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....		0	0
2.2 Common stocks .....		0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....		0	0
3.2 Other than first liens .....		0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....		0	0
4.2 Properties held for the production of income .....		0	0
4.3 Properties held for sale .....		0	0
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA) .....		0	0
6. Contract loans .....		0	0
7. Other invested assets (Schedule BA) .....		0	0
8. Receivables for securities .....		0	0
9. Aggregate write-ins for invested assets .....	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	0	0	0
11. Title plants (for Title insurers only) .....		0	0
12. Investment income due and accrued .....		0	0
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection .....		0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due .....		0	0
13.3 Accrued retrospective premiums .....		0	0
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers .....		0	0
14.2 Funds held by or deposited with reinsured companies .....		0	0
14.3 Other amounts receivable under reinsurance contracts .....		0	0
15. Amounts receivable relating to uninsured plans .....		0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....		0	0
16.2 Net deferred tax asset .....	0	1,671,828	1,671,828
17. Guaranty funds receivable or on deposit .....		0	0
18. Electronic data processing equipment and software .....		0	0
19. Furniture and equipment, including health care delivery assets .....	0	19,415	19,415
20. Net adjustment in assets and liabilities due to foreign exchange rates .....		0	0
21. Receivable from parent, subsidiaries and affiliates .....		0	0
22. Health care and other amounts receivable .....	453,281	419,914	(33,367)
23. Aggregate write-ins for other than invested assets .....	0	6,363,976	6,363,976
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	453,281	8,475,133	8,021,852
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
26. Total (Lines 24 and 25) .....	453,281	8,475,133	8,021,852
DETAILS OF WRITE-INS			
0901. ....			
0902. ....			
0903. ....			
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above) .....	0	0	0
2301. Intangible Asset .....		6,363,976	6,363,976
2302. ....			
2303. ....			
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above) .....	0	6,363,976	6,363,976

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations .....	176,055	181,667	189,926	196,935	208,474	2,294,672
2. Provider Service Organizations .....						
3. Preferred Provider Organizations .....						
4. Point of Service .....						
5. Indemnity Only .....						
6. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
7. Total	176,055	181,667	189,926	196,935	208,474	2,294,672
DETAILS OF WRITE-INS						
0601. ....						
0602. ....						
0603. ....						
0698. Summary of remaining write-ins for Line 6 from overflow page .....	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

**(1) Summary of Significant Accounting Policies**

***A. Accounting Practices***

The financial statements of Great Lakes Health Plan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the State of Michigan.

The Office of Financial and Insurance Regulation of the State of Michigan (OFIS) recognizes only statutory accounting practices prescribed or permitted by the state of Michigan for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Michigan insurance law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted with modifications as a component of prescribed or permitted practices by the state of Michigan. No significant differences exist between the statutory practices prescribed or permitted by the state of Michigan and those prescribed or permitted by the State of Michigan and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

***B. Use of Estimates in the Preparation of the Financial Statements***

The preparation of financial statements in conformity with NAIC SAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

***C. Accounting Policies***

Premiums are recognized as revenue when earned and are presented net of ceded reinsurance. Unearned premium reserves are established for the portion of premiums that will be earned in future periods. Insurance benefits are recognized when losses are incurred, net of recoveries from reinsurers.

The Company reported premium income net of Quality Assurance and Accreditation Project ("QAAP") fees of \$8,247,229 and \$29,671,464 for the years ended December 31, 2009 and 2008, respectively on the Statement of Revenues and Expenses – Statutory basis. Effective as of April 1, 2009, the QAAP fees were replaced with Sales and Use tax fees. Sales and Use tax fees are reported in General and Administrative Expenses.

The Company also has an arrangement with CMS for certain Medicare products whereby periodic changes in member risk factor adjustment scores, for certain diagnoses codes, result in changes to its Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable, and collectability is reasonably assured. The estimated risk adjusted payments due to the Company at December 31, 2009 and 2008 were \$81,058 and \$49,895 respectively, and are recorded as health care receivables in the statutory statement of admitted assets, liabilities, and capital and surplus.

The Company participates in the Graduate Medical Education and Hospital Risk Adjustment program ("GME.HRA"), and the Specialty Network Access Fees ("SNAF") program with the State of Michigan. The State of Michigan utilizes Michigan Medicaid Managed Care Organizations ("MCO") to pay the funds to hospitals participating in the program. As an MCO, GLHP receives the program funds and the offsetting distribution requirements with their monthly State remittances. For the years ended December 31, 2009 and 2008, respectively, net premium revenues of \$166,568,961 and \$115,275,069 and medical and hospital costs of \$166,568,961 and \$115,275,069 were recorded by the Company.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds, other than Loan-backed and Structured Securities, are carried at amortized cost or, if NAIC 3 or lower, at the lower of amortized cost or fair value. Amortization is calculated using the constant yield method.
- (3) The Company does not own any Common Stocks.
- (4) The Company does not own any Preferred Stock.
- (5) The Company does not own any mortgage loans.
- (6) Loan-backed securities are generally carried at amortized cost or, if NAIC 3 or lower, at the lower of cost or fair value. Amortization is calculated using the retrospective method.
- (7) The Company does not own any investments in subsidiaries, controlled and affiliated companies, as of December 31, 2009.
- (8) The Company does not have ownership interest in any joint ventures, partnerships or limited liability companies.
- (9) The Company does not own any derivative instruments.
- (10) The Company utilizes anticipated investment income as a factor in the determination of premium deficiency reserves, if any, in accordance with SSAP No. 54, Individual and Group Accident and Health Contracts.
- (11) Unpaid losses and loss adjustment expenses include amounts, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the current period.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) The method used to estimate pharmaceutical rebate receivables is as follows:



(2) Accounting Changes and Corrections of Errors

During 2009, GLHP identified the following items relating to the prior year period and has included them in the summary of prior period corrections.

1. *Correction of prior year underaccrual of pharmacy expense* – During the fourth quarter of 2009, an underaccrual of pharmacy expense relating to years 2006 through 2008 was noted and corrected in the amount of approximately \$2 million.
2. *Write off of statutory goodwill in accordance with SSAP 68* – UnitedHealth Group (UHG) acquired the AmeriChoice businesses in September 2002. Prior to its acquisition by UHG, GLHP acquired various Medicaid contracts and members and recorded goodwill and intangibles of approximately \$15.6 million. At 1/1/2009, the unamortized balance was approximately \$6.4 million. During 2009, management conducted a comprehensive review of the goodwill balances held at its statutory basis regulated entities as part of a broader regulatory centralization effort. As a result, management determined that the goodwill could have been released in prior periods as the acquired business was merged into and included with the Company’s existing operations. As a result, the adjustment is being included as a SSAP 3 correction. As the amount of goodwill and intangibles had been non-admitted in the statutory basis financial statements, there is no overall impact on surplus as a result of this write off.
3. In the first quarter of 2008, the Company made an adjustment relating to an error in the amortization of goodwill resulting in an understatement of the amortization expense of approximately \$649,000, net of income tax, for the year ended December 31, 2007. The effect of the prior year adjustments was corrected by the Company in accordance with SSAP No. 3, Accounting Changes and Corrections of Errors, and is reflected in the accompanying statutory basis statements of changes in capital and surplus for the year ended December 31, 2009.

(3) Business Combinations and Goodwill

- A. The Company did not have any business combinations accounted for under the statutory purchase method during 2009 or 2008.
- B. The Company did not have any business combinations accounted for under the statutory merger method during 2009 or 2008.
- C. The Company did not enter into any assumption reinsurance agreements during 2009 or 2008.
- D. The Company did not recognize an impairment loss relating to a business combination during 2009 or 2008.

(4) Discontinued Operations

The Company did not discontinue any operations during 2009 or 2008.

(5) Investments

- A. The Company had no investments in mortgage loans in 2009 or 2008.
- B. The Company had no restructured debt in 2009 or 2008.
- C. The Company had no reverse mortgages in 2009 or 2008.
- D. Loan-Backed Securities

Loan-backed securities are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history.

The table below represents the other-than-temporary impairments on mortgage-type investments for the quarter ended December 31, 2009:

	1	2	3
	Amortized Cost Basis Before Other Than-Temporary Impairment	Other-Than Temporary Impairment Recognized in Realized Loss	Fair Value (1 - 2)
Aggregate Intent to Sell	145,357	17,876	127,481

Please note that all impairments were marked down to fair value. No impairment was bifurcated between realized losses and unrealized losses.

The following table illustrates the fair value and gross unrealized losses related to Loan-backed Securities and the length of time that the individual securities have been in a continuous unrealized loss position at December 31, 2009:

	Less Than 12 Months	12 Months or Greater	Total Unrealized		
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Fixed Income-Mortgage	-	(2,279)	222,721	(2,279)	222,721

The unrealized losses on investment in state and state agency obligations, municipalities and local agency obligation and corporate bonds at December 31, 2009 were mainly caused by a combination of interest rate spread and sector changes and not by unfavorable changes in the credit ratings associated with these securities.

- E. The Company has no repurchase agreements in 2009 or 2008.
- F. The Company does not own any real estate.
- G. The Company had no investments in low-income housing tax credits in 2009 or 2008.

**(6) Joint Ventures, Partnerships and Limited Liability Companies**

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.
- B. The Company did not recognize any impairment write down for investments in Joint Ventures, Partnerships, or Limited Liability Companies during the statement periods.

**(7) Investment Income**

The Company applied the provisions of SSAP No. 34, Investment Income Due and Accrued and did not exclude (nonadmitted) any due and accrued investment income at December 31, 2009 and 2008.

**(8) Derivative Investments**

The Company did not hold or issue any derivative financial instruments during 2009 or 2008.

**(9) Income Taxes**

During 2009, the NAIC adopted Statement of Statutory Accounting Principles (SSAP) No. 10R, Income Taxes - Revised, A Temporary Replacement of SSAP No. 10, effective for 2009 and 2010. The revised standard adds a valuation allowance criterion, elective expanded admissibility test if the relevant risk-based capital threshold is met, and additional disclosures. Statutory accounting requires an amount to be recorded for deferred taxes on temporary differences between the financial reporting and tax basis of assets and liabilities, subject to limitations on deferred tax assets. The Company's operations are included in the consolidated federal income tax return of UnitedHealth Group. Federal income taxes are paid to or refunded by UnitedHealth Group pursuant to the terms of a tax-sharing agreement, approved by the Board of Directors, under which taxes approximate the amount that would have been computed on a separate company basis. The Company receives a benefit at the federal rate in the current year for net losses incurred in that year to the extent losses can be utilized in the consolidated federal income tax return of UnitedHealth Group. UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. Internal Revenue Service (IRS) has completed exams on UnitedHealth Group's consolidated income tax returns for fiscal years 2007 and prior. UnitedHealth Group's 2008 and 2009 tax return is under advance review by the IRS under its Compliance Assurance Program. With the exception of a couple states, UnitedHealth Group is no longer subject to income tax examinations prior to 2003 in major state and foreign jurisdictions. The Company does not believe any adjustments that may result from these examinations will be material to the Company.

- A. The tax effects of temporary differences that give rise to significant portions of the deferred tax assets are as follows:

Deferred tax assets	2009	2008	Change
Unpaid losses and CAE	\$ 457,853	\$ 304,619	\$ 153,234
Fixed assets	72,301	79,441	(7,140)
Intangibles	1,385,782	1,546,336	(160,554)
Nonadmitted assets	158,648	146,970	11,678
Investments	6,545	46,772	(40,227)
Total gross deferred tax asset	\$ 2,081,129	\$ 2,124,138	\$ (43,009)
Statutory valuation allowance	(1,295,658)	0	(1,295,658)
Adjusted gross deferred tax asset	\$ 785,471	\$ 2,124,138	\$ (1,338,667)
Nonadmitted deferred tax asset	0	(1,671,829)	1,671,829
Admitted deferred tax asset	\$ 785,471	\$ 452,309	\$ 333,162
Deferred tax liabilities	2009	2008	Change
Investments	\$ (8,415)	\$ -	\$ (8,415)
Total deferred tax liabilities	\$ (8,415)	\$ -	\$ (8,415)
Net admitted deferred tax asset	\$ 777,056	\$ 452,309	\$ 324,747

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

The components of the adjusted gross deferred tax asset admissibility calculation are as follows:

	2009		
	Ordinary	Capital	Total
Federal income taxes paid in prior years that can be recovered through loss carrybacks	777,056		777,056
The lesser of:	0		0
Adjusted gross deferred tax assets expected to be realized within one year of the balance sheet date not recovered via loss carrybacks	0	0	
Ten percent adjusted statutory capital and surplus shown on most recently filed financial statement	N/A	N/A	3,774,853
Adjusted gross deferred tax assets after application of above items that can be offset against existing gross deferred tax liabilities	8,415		8,415
Admitted deferred tax asset	<u>785,471</u>		<u>785,471</u>

	2008		
	Ordinary	Capital	Total
Federal income taxes paid in prior years that can be recovered through loss carrybacks	452,310		452,310
The lesser of:	0		0
Adjusted gross deferred tax assets expected to be realized within one year of the balance sheet date not recovered via loss carrybacks	0	0	
Ten percent adjusted statutory capital and surplus shown on most recently filed financial statement	N/A	N/A	0
Adjusted gross deferred tax assets after application of above items that can be offset against existing gross deferred tax liabilities	0		0
Admitted deferred tax asset	<u>452,310</u>		<u>452,310</u>

B. There are no unrecognized deferred tax liabilities.

C. The federal income taxes incurred for the years ended December 31, 2009 and 2008 are as follows:

Description	2009	2008
Current federal income tax provision	\$ (767,597)	\$ 3,574,272
Capital gains tax	17,290	64,275
Total current federal income tax provision	<u>\$ (750,307)</u>	<u>\$ 3,638,547</u>

The change in net deferred income tax for the years ended December 31, 2009 and 2008, is comprised of the following:

	2009	2008
Change in gross deferred tax assets	\$ (43,009)	\$ (1,085,803)
Change in statutory valuation allowance	(1,295,658)	0
Change in deferred tax liabilities	(8,415)	975,553
Change in net deferred income taxes	<u>\$ (1,347,082)</u>	<u>\$ (110,250)</u>
Change in deferred taxes on unrealized (gains) losses on investments	0	0
Total change in net deferred taxes	<u>\$ (1,347,082)</u>	<u>\$ (110,250)</u>

The Company assessed the potential realization of the gross deferred tax asset and established a valuation allowance of \$1,295,658 and \$0 to reduce the gross deferred tax asset to \$785,471 and \$2,124,138 as of December 31, 2009 and 2008, respectively which represents the amount of the asset estimated to be recoverable via carryback of losses and reduction of future taxes. The application of the statutory valuation allowance is required under SSAP No. 10R effective for 2009 and 2010. The change in the valuation allowance is caused by the change in timing of deductibility of expenses and/or expectations for future performance.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

D. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to income before federal income taxes. The significant items causing this difference are as follows:

Description	2009		Effective Tax Rate
	Amount	Tax Effect	
Tax provision at the federal statutory rate	\$ (1,414,435)	\$ (495,052)	35.00%
Tax-exempt interest	(596,187)	(208,665)	14.75%
Other current year items	(893,057)	(312,570)	22.10%
Tax effect of nonadmitted assets	(33,367)	(11,678)	0.83%
Prior year true-up	1,837,605	643,162	-45.47%
Deferred corrections	(998,473)	(349,466)	24.71%
Change in valuation allowance		1,295,658	-91.60%
Other		18,874	-1.33%
Other - 2003-2005 IRS Exam Adj		16,512	-1.17%
Total	<u>\$ (2,097,914)</u>	<u>\$ 596,775</u>	<u>-42.19%</u>
Current federal income tax provision		\$ (767,597)	54.27%
Capital gains tax		17,290	-1.22%
Change in net deferred tax		1,347,082	-95.24%
Total statutory income taxes		<u>\$ 596,775</u>	<u>-42.19%</u>

E. At December 31, 2009, the Company had no net operating losses.

Federal income tax recoverable of \$5,901,361 and federal income tax payable of \$143,101 as of December 31, 2009 and 2008, respectively, are included in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

Federal income taxes paid, net of refunds was \$4,634,309 and \$4,438,238 in 2009 and 2008, respectively.

Federal income taxes incurred of approximately \$0 and \$3,913,797 for 2009 and 2008, respectively, is available for recoupment in the event of future net losses.

There are no aggregate amounts of deposits under Section 6603 of the Internal Revenue Service Code.

F.

- (1) The companies included with this Company in a consolidated federal income tax return filing comprise the Company's ultimate parent UnitedHealth Group Incorporated and its subsidiaries. Please refer to Schedule Y Part 1, excluding Foreign Companies, for listing of companies included on federal income tax return.
- (2) The method of allocation between the companies is subject to a written tax sharing agreement that is approved by the Board of Directors of the Company. Under this agreement, the amount of federal income taxes that are paid to or received from UnitedHealth Group Incorporated approximate the amount that would have been computed on a separate company basis. Such payments are made or received on a quarterly basis, at the time of filing of an extension and upon filing of the final return. To the extent the Company's net operating loss or tax credit is utilized on the consolidated tax return, the Company is entitled to receive the amount of tax savings the consolidated group realizes in that year. Any portion of such loss not so utilized by the Company is available for future use. The Company paid \$5,294,156 in 2009 related to this agreement.

**(10) Information Concerning Parent, Subsidiaries and Affiliates**

A. – C.

The Company is a wholly owned subsidiary of AmeriChoice Corporation. AmeriChoice Corporation is a majority owned subsidiary of United Health Group Inc. The Company has no subsidiaries.

D. Schedule Y Part 2 summarizes the net flow of funds among affiliates for various types of transactions between affiliates. Regulatory prior approval and/or prior notification have been satisfied for any transaction requiring such action. Most transactions are settled promptly in cash or its equivalent, and most are to settle normal business receipts and disbursements. In all instances, the value of the assets received by one party is the same as the value of the assets disposed of by the other party.

E. There were no guarantees or undertakings for the benefit of an affiliate that resulted in a material contingent exposure for the Company or any affiliated insurer's assets or liabilities.

- F.** Significant management or service contracts and cost sharing arrangements, involving the Company or any affiliate, other than cost allocation arrangements based upon generally accepted accounting principles:

The Company's affiliate, United HealthCare Services, Inc. provides the Company with management assistance services. In all instances, the fees/costs of such services are reasonable and consistent with those of a third party provider. For 2009 and 2008, the costs related to management assistance services were \$60,746,638 and \$47,589,381, respectively.

- G.** The Company does not have any relationships whereby the Company and one or more other enterprises are under common ownership or control and the existence of that control could result in operating results or financial positions of the Company being significantly different from those that would have been obtained if the enterprises were autonomous.
- H.** The Company does not have any ownership in an upstream intermediate entity or ultimate parent, either directly or indirectly, via a downstream subsidiary, controlled, or affiliated entity.
- I.** No investment in an SCA entity exceeded 10% of the admitted assets of the Company.
- J.** The Company did not recognize any impairment write down for its investments in SCA's during 2009 or 2008.
- K.** The Company does not have any investments in foreign insurance subsidiaries.

**(11) Debt**

- A.** The Company did not have any capital note obligations outstanding as of December 31, 2009.
- B.** The Company did not have any FHLB (Federal Home Loan Bank) agreements outstanding as of December 31, 2009.

**(12) Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

- A.** The Company did not offer defined benefit plans as of December 31, 2009 or 2008.
- B.** The Company did not offer defined contribution plans as of December 31, 2009 or 2008.
- C.** The Company did not offer multiemployer plans as of December 31, 2009 or 2008.
- D.** The Company did not offer consolidated holding company plans as of December 31, 2009 or 2008.
- E.** The Company did not offer postemployment benefits and compensated absences as of December 31, 2009 or 2008.
- F.** Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

- (1) N/A  
(2) N/A  
(3) N/A

**(13) Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

1. – 2. The Company has no preferred or common stock outstanding.
3. Without prior approval of its domiciliary commissioner, dividends to shareholders may be paid only from statutory earnings and capital and surplus. "Extraordinary" dividends to shareholders must be approved by OFIS.
4. Dividends of \$7.284 million were paid to the Company's parent on October 31, 2009. No dividends were paid during 2008. No restrictions were placed on the portion of Company earnings that may be paid as ordinary dividends to shareholders.
5. – 6.  
At December 31, 2009, the Company had statutory net worth of \$40,077,299.
7. The total amount of advances to surplus repaid – N/A.
8. The Company did not hold any stock for special purposes.
9. The Company did not have any changes in balances of special surplus funds from the prior year.
10. The portion of unassigned funds (surplus) represented or (reduced) by cumulative unrealized gains and losses were \$0 and \$0 at December 31, 2009 and 2008, respectively.
11. The Company did not have any surplus debentures or similar obligations issued or outstanding as of December 31, 2009 or 2008.

12.-13. The Company has not had any restatements due to prior quasi-reorganizations or had any quasi-reorganization in the prior 10 years.

**(14) Contingencies**

The Company is involved in litigation primarily arising in the normal course of business. Because of the nature of the business, the Company is routinely made party to a variety of legal actions related to the design and management of its service offerings. The Company records liabilities for our estimates of probable costs resulting from these matters. These matters include, but are not limited to, claims relating to health care benefits coverage, medical malpractice actions, contract disputes and claims related to disclosure of certain business practices. Although the outcomes of any such legal actions cannot be predicted, in the opinion of management, the resolution of any currently pending or threatened actions will not have a material adverse effect on the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus or statutory basis statements of operations. The Company believes there are no assets that it considers to be impaired at December 31, 2008 and 2007.

**(15) Leases**

The Company does not have any leasing arrangements as of December 31, 2009 or 2008.

**(16) Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

The Company does not have any financial instruments with off-balance sheet risk or concentration of credit risk.

**(17) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

A. The Company did not have any transfers of receivables reported as sales as of December 31, 2009 or 2008.

B. The Company did not have any transfer and servicing of financial assets as of December 31, 2009 or 2008.

C. No transactions involving wash sales or securities with a NAIC designation of 3 or below or unrated securities occurred during the year ended December 31, 2009 or 2008.

**(18) Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans**

**A. ASO Plans**

The Company was not involved in any Administrative Services Only (ASO) uninsured plans during 2009.

**B. ASC Plans**

The Company was not involved in any Administrative Services Contract (ASC) uninsured plans during 2009.

**C. Medicare or Other Similarly Structured Cost Based Reimbursement Contracts**

The Company was not involved in any Medicare or other similarly structured cost based reimbursement contracts during 2009.

**(19) Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

The Company had no direct premiums written through managing general agents or third party administrators during 2009 or 2008.

**(20) Other Items**

A. Extraordinary Items – The Company did not have any extraordinary items or transactions during 2009 or 2008.

B. Troubled Debt Restructuring – The Company did not have any restructured troubled debt during 2009 or 2008.

C. Other Disclosures – The Company did not have any unusual items during 2009 or 2008.

D. Uncollectible Premiums – At December 31, 2009 the Company had admitted assets of \$0 in accounts receivable for A&H premiums and uninsured plans.

E. Business Interruption Insurance Recoveries – The Company did not have any recoveries to report as of December 31, 2009 or 2008.

F. Hybrid Securities – The Company had no investments in hybrid securities in 2009 or 2008.

G. State Transferable Tax Credits – The Company had no state transferable tax credits at December 31, 2009 or 2008.

H. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – The Company did not offer postretirement benefits as of December 31, 2009 or 2008.

**I. Subprime Mortgage Related Risk Exposure**

- The UnitedHealth Group investment policy limits investments in Asset Backed Securities, which includes the subprime issuers. Further, the policy limits investments in private-issuer mortgage securities to 10% of the portfolio, which also includes subprime issuers. UnitedHealth Group exposure to unrealized losses on subprime issuers is due only to changes in market prices. There are no realized losses due to not receiving anticipated cashflows. UnitedHealth Group holdings have maintained AAA credit ratings.

- The Company does not have any direct exposure through investments in subprime mortgage loans.

- The Company does not have any direct exposure through other investments.

- The Company does not have any underwriting exposure.

**(21) Events Subsequent**

Management is not aware of any events occurring between the balance sheet date and the date this statement was attested to that would comprise a Type I or Type II subsequent event or have a material effect on the financial condition of the Company.

(22) Reinsurance

A. Ceded Reinsurance Report

Section I – General Interrogatories

1. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee, or director of the Company?  
Yes ( ) No (X)
2. Have any policies issued by the Company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other persons not primarily engaged in the insurance business? Yes ( ) No (X)

Section 2 – Ceded Reinsurance Report – Part A

1. Does the Company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?  
Yes ( ) No (X)
2. Does the Company have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts which, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies? Yes ( ) No (X)

Section 3 – Ceded Reinsurance Report – Part B

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for non-payment of premiums or other similar credits that are reflected in Section 2 above) of termination of all reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate \$0.
2. Have any agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts which were in-force or which had existing reserves established by the Company as of the effective date of the agreement? Yes ( ) No (X)

(23) Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. & B. The Company does not issue retrospective rated contracts.

(24) Change in Incurred Claims and Claim Adjustment Expense

	2009		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of period claim reserve	\$ -	\$ (43,171)	\$ (43,171)
Paid claims	530,331	26,039	556,370
End of period claim reserve	65,958	(1,046)	64,912
Incurred claims	\$ 596,289	\$ (18,178)	\$ 578,111

	2008		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of period claim reserve	\$ -	\$ (38,672)	\$ (38,672)
Paid claims	418,130	26,378	444,508
End of period claim reserve	43,092	79	43,171
Incurred claims	\$ 461,222	\$ (12,215)	\$ 449,007

The liability for claims unpaid at December 31, 2008, exceeded the actual claims incurred in 2009 related to prior years as a result of GME.HRA reserves of approximately \$10 million and favorable development of prior period medical cost of approximately \$7.9 million. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves.

The Company incurred claims adjustment expenses of approximately \$9,021,000 in 2009 and \$6,468,000 in 2008. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreements (see Note 10). The following tables disclose paid claims adjustment expenses, incurred claims adjustment expenses, and the balance in the unpaid claim adjustment expenses reserve, for the years ended December 31, 2009 and 2008 (in thousands):

	2009	2008
Total claims adjustment expenses incurred	\$ 9,021	\$ 6,468
Less current year unpaid claims adjustment expenses	1,485	1,004
Add prior year unpaid claims adjustment expenses	1,004	895
Total claims adjustment expenses paid	<u>\$ 8,540</u>	<u>\$ 6,359</u>

- (25)

Inter-company Pooling Arrangements

The Company was not a party to any intercompany pooling arrangements whereby the pool participants cede substantially all of their direct and assumed business to the pool and therefore will not affect the solvency and integrity of the insurer’s reserves.
- (26)

Structured Settlements

The Company has not participated in structured settlements in 2009 or 2008.
- (27)

Health Care Receivables

A. Pharmaceutical Rebate Receivables – Not applicable

B. Risk Sharing Receivables – Not applicable
- (28)

Participating Policies

The Company did not have any participating policies in 2009.
- (29)

Premium Deficiency Reserves

As of December 31, 2009 and 2008, the Company had no liabilities related to premium deficiency reserves.
- (30)

Anticipated Salvage and Subrogation

The Company does not anticipate salvage and subrogation recoverable.



GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes [ X ] No [ ]

1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [ X ] No [ ] N/A [ ]

1.3

State Regulating?

Michigan

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [ X ]

2.2

If yes, date of change:

3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2007

3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007

3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/22/2009

3.4

By what department or departments?  
State of Michigan Office of Financial and Insurance Services

3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ X ] No [ ] N/A [ ]

3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [ X ] No [ ] N/A [ ]

4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:  
4.11 sales of new business?  
4.12 renewals?

Yes [ ] No [ X ]  
Yes [ ] No [ X ]

4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:  
4.21 sales of new business?  
4.22 renewals?

Yes [ ] No [ X ]  
Yes [ ] No [ X ]

5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [ X ]

5.2

If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [ X ]

6.2

If yes, give full information:

7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [ ] No [ X ]

7.2

If yes,  
7.21 State the percentage of foreign control;  
7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

%

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? .....

Yes [ ] No [ X ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms? .....

Yes [ X ] No [ ]
- 8.4

If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank .....	Salt Lake City, Utah .....				YES	

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?

Deloitte & Touche, LLP 1700 Market St, Philadelphia, PA 19105
10.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

Jed L. Linfield, Director of Actuarial Reserving Services for the entity. Suite 400, 12018 Sunrise Valley Drive, Reston, VA 20191
- 11.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? .....

Yes [ ] No [ X ]

11.11

Name of real estate holding company .....

11.12

Number of parcels involved .....

11.13

Total book/adjusted carrying value .....

\$ .....
- 11.2

If, yes provide explanation:

.....
12.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1

What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 12.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? .....

Yes [ ] No [ ]
- 12.3

Have there been any changes made to any of the trust indentures during the year? .....

Yes [ ] No [ ]
- 12.4

If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? .....

Yes [ ] No [ ] N/A [ ]
- 13.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....

Yes [ X ] No [ ]

(a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c)

Compliance with applicable governmental laws, rules and regulations;

(d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e)

Accountability for adherence to the code.
- 13.11

If the response to 13.1 is No, please explain:

.....
- 13.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [ X ]
- 13.21

If the response to 13.2 is Yes, provide information related to amendment(s).

.....
- 13.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [ X ]
- 13.31

If the response to 13.3 is Yes, provide the nature of any waiver(s).

.....

BOARD OF DIRECTORS

14.

Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? .....

Yes [ X ] No [ ]
15.

Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? .....

Yes [ X ] No [ ]
16.

Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict with the official duties of such person? .....

Yes [ X ] No [ ]

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

FINANCIAL

17.

Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?

Yes [ ] No [ X ]

18.1

Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

18.11 To directors or other officers

18.12 To stockholders not officers

18.13 Trustees, supreme or grand (Fraternal Only)

18.21 To directors or other officers

18.22 To stockholders not officers

18.23 Trustees, supreme or grand (Fraternal Only)

18.2

Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

18.21 To directors or other officers

18.22 To stockholders not officers

18.23 Trustees, supreme or grand (Fraternal Only)

19.1

Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?

Yes [ ] No [ X ]

19.2

If yes, state the amount thereof at December 31 of the current year:

19.21 Rented from others

19.22 Borrowed from others

19.23 Leased from others

19.24 Other

20.1

Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?

Yes [ ] No [ X ]

20.2

If answer is yes,

20.21 Amount paid as losses or risk adjustment

20.22 Amount paid as expenses

20.23 Other amounts paid

21.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [ ] No [ X ]

21.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

INVESTMENT

22.1

Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 22.3).

Yes [ X ] No [ ]

22.2

If no, give full and complete information relating thereto:

22.3

For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 16 where this information is also provided)

22.4

Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?

Yes [ ] No [ ] N/A [ X ]

22.5

If answer to 22.4 is YES, report amount of collateral.

22.6

If answer to 22.4 is NO, report amount of collateral.

23.1

Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1 and 22.3).

Yes [ X ] No [ ]

23.2

If yes, state the amount thereof at December 31 of the current year:

23.21 Subject to repurchase agreements

23.22 Subject to reverse repurchase agreements

23.23 Subject to dollar repurchase agreements

23.24 Subject to reverse dollar repurchase agreements

23.25 Pledged as collateral

23.26 Placed under option agreements

23.27 Letter stock or other securities restricted as to sale

23.28 On deposit with state or other regulatory body

23.29 Other

23.3

For category (23.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

24.1

Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes [ ] No [ X ]

24.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes [ ] No [ ] N/A [ ]

25.1

Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes [ ] No [ X ]

25.2

If yes, state the amount thereof at December 31 of the current year.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

26. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [ X ] No [ ]

26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
State Street Bank .....	801 Pennsylvania Avenue, Kansas City, MO 64105 .....
Bank of New York Mellon .....	Global Liquidity Services, 1 Wall Street, 14th Floor, New York, NY 10286 .....
.....	.....

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes [ X ] No [ ]

26.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
0 .....	BNY Mellon .....	.....10/17/2009 .....	Automation .....
.....	.....	.....	.....

26.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
106595 .....	Wellington Management Company, LLP .....	75 State Street, Boston, MA 02109 .....
0 .....	Internally Managed .....	0 .....
.....	.....	.....

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [ ] No [ X ]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
27.2999 - Total		0

27.3 For each mutual fund listed in the table above, complete the following schedule:

1  Name of Mutual Fund (from above table)	2  Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....	.....	.....	.....

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

28. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
28.1 Bonds .....	102,098,438	103,284,267	1,185,829
28.2 Preferred stocks .....			0
28.3 Totals	102,098,438	103,284,267	1,185,829

28.4 Describe the sources or methods utilized in determining the fair values:  
For those securities that had prices in the NAIC SVO ISIS database, those prices were used; for those securities that did not have prices in the NAIC SVO ISIS database, GAAP pricing was used. GAAP pricing was obtained from HUB which is an external data sources vendor. Hub utilizes various pricing sources. <http://www.hubdata.com/homepage.asp>

29.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? ..... Yes [ ] No [ X ]

29.2 If yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? ..... Yes [ ] No [ X ]

29.3 If no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D: <http://www.hubdata.com/homepage.asp>

30.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? ..... Yes [ X ] No [ ]

30.2 If no, list exceptions:

OTHER

31.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? .....\$ .....

31.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	.....

32.1 Amount of payments for legal expenses, if any? .....\$ .....0

32.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
.....	.....

33.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? .....\$ .....

33.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	.....

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1

Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [ ] No [ X ]

1.2

If yes, indicate premium earned on U. S. business only

\$

1.3

What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$

1.31

Reason for excluding

1.4

Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

\$

1.5

Indicate total incurred claims on all Medicare Supplement Insurance.

\$

0

1.6

Individual policies:

Most current three years:

1.61

Total premium earned

\$

0

1.62

Total incurred claims

\$

0

1.63

Number of covered lives

0

All years prior to most current three years

1.64

Total premium earned

\$

0

1.65

Total incurred claims

\$

0

1.66

Number of covered lives

0

1.7

Group policies:

Most current three years:

1.71

Total premium earned

\$

0

1.72

Total incurred claims

\$

0

1.73

Number of covered lives

0

All years prior to most current three years

1.74

Total premium earned

\$

0

1.75

Total incurred claims

\$

0

1.76

Number of covered lives

0

2.

Health Test:

1

Current Year

2

Prior Year

2.1

Premium Numerator

679,558,690

540,233,464

2.2

Premium Denominator

679,558,690

540,233,464

2.3

Premium Ratio (2.1/2.2)

1.000

1.000

2.4

Reserve Numerator

64,953,284

43,171,483

2.5

Reserve Denominator

64,953,284

43,171,484

2.6

Reserve Ratio (2.4/2.5)

1.000

1.000

3.1

Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes [ ] No [ X ]

3.2

If yes, give particulars:

4.1

Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [ X ] No [ ]

4.2

If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [ ] No [ X ]

5.1

Does the reporting entity have stop-loss reinsurance?

Yes [ X ] No [ ]

5.2

If no, explain

5.3

Maximum retained risk (see instructions)

5.31

Comprehensive Medical

\$

5.32

Medical Only

\$

300,000

5.33

Medicare Supplement

\$

5.34

Dental & Vision

\$

5.35

Other Limited Benefit Plan

\$

5.36

Other

\$

6.

Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

7.1

Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [ X ] No [ ]

7.2

If no, give details

8.

Provide the following information regarding participating providers:

8.1

Number of providers at start of reporting year

4,779

8.2

Number of providers at end of reporting year

5,239

9.1

Does the reporting entity have business subject to premium rate guarantees?

Yes [ ] No [ X ]

9.2

If yes, direct premium earned:

9.21

Business with rate guarantees between 15-36 months

\$

9.22

Business with rate guarantees over 36 months

\$

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

10.1

Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [ X ] No [ ]

10.2

If yes:

10.21

Maximum amount payable bonuses.....

\$ 955,400

10.22

Amount actually paid for year bonuses.....

\$ 4,084,516

10.23

Maximum amount payable withholds.....

\$

10.24

Amount actually paid for year withholds.....

\$

11.1

Is the reporting entity organized as:

11.12

A Medical Group/Staff Model, .....

Yes [ ] No [ X ]

11.13

An Individual Practice Association (IPA), or, ..

Yes [ ] No [ X ]

11.14

A Mixed Model (combination of above)? .....

Yes [ ] No [ X ]

11.2

Is the reporting entity subject to Minimum Net Worth Requirements? .....

Yes [ X ] No [ ]

11.3

If yes, show the name of the state requiring such net worth .....

Michigan

11.4

If yes, show the amount required .....

\$ 19,372,265

11.5

Is this amount included as part of a contingency reserve in stockholder's equity? .....

Yes [ ] No [ X ]

11.6

If the amount is calculated, show the calculation

Authorized control level RBC

12.

List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
Berrien County, MI .....
Branch County, MI .....
Calhoun County, MI .....
Cass County, MI .....
Hillsdale County, MI .....
Huron County, MI .....
Jackson County, MI .....
Kalamazoo County, MI .....
Lenawee County, MI .....
Livingston County, MI .....
Maccomb County, MI .....
Oakland County, MI .....
Saginaw County, MI .....
Sanilac County, MI .....
St. Clair County, MI .....
St. Joseph County, MI .....
Tuscoloa County, MI .....
Van Burren County, MI .....
Wayne County, MI .....
.....

13.1

Do you act as a custodian for health savings accounts? .....

Yes [ ] No [ X ]

13.2

If yes, please provide the amount of custodial funds held as of the reporting date. ....

\$

13.3

Do you act as an administrator for health savings accounts? .....

Yes [ ] No [ X ]

13.4

If yes, please provide the balance of funds administered as of the reporting date. ....

\$

FIVE-YEAR HISTORICAL DATA

	1 2009	2 2008	3 2007	4 2006	5 2005
<b>Balance Sheet</b> (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26) .....	111,300,522	97,862,253	84,701,494	71,333,966	52,420,479
2. Total liabilities (Page 3, Line 22) .....	71,223,224	47,923,716	42,723,268	35,958,408	20,222,355
3. Statutory surplus .....	19,372,265	15,238,304	41,978,226	17,762,258	434,635
4. Total capital and surplus (Page 3, Line 31) .....	40,077,299	49,938,537	41,978,226	35,375,558	32,198,124
<b>Income Statement</b> (Page 4)					
5. Total revenues (Line 8) .....	671,311,461	510,562,000	413,965,012	261,943,980	235,741,232
6. Total medical and hospital expenses (Line 18) .....	578,111,195	449,006,705	367,281,129	229,458,279	198,361,172
7. Claims adjustment expenses (Line 20) .....	9,020,600	6,467,793	5,927,861	5,582,735	5,036,990
8. Total administrative expenses (Line 21) .....	87,326,478	48,700,511	35,408,122	27,473,782	25,691,235
9. Net underwriting gain (loss) (Line 24) .....	(3,146,812)	6,386,991	5,347,900	(570,815)	6,651,835
10. Net investment gain (loss) (Line 27) .....	1,715,086	2,928,208	3,637,618	2,976,262	1,614,639
11. Total other income (Lines 28 plus 29) .....	0	0	0	0	0
12. Net income or (loss) (Line 32) .....	(664,129)	5,740,927	6,949,976	1,391,290	5,777,080
<b>Cash Flow</b> (Page 6)					
13. Net cash from operations (Line 11) .....	11,767,365	13,041,848	15,224,463	18,185,429	0
<b>Risk-Based Capital Analysis</b>					
14. Total adjusted capital .....	40,077,299	49,938,537	41,978,226	35,375,558	32,198,124
15. Authorized control level risk-based capital .....	19,372,265	15,238,304	17,200,054	8,881,129	7,661,685
<b>Enrollment</b> (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7) .....	208,474	176,055	160,502	142,619	108,034
17. Total members months (Column 6, Line 7) .....	2,294,672	2,031,538	1,852,913	1,447,116	1,296,040
<b>Operating Percentage</b> (Page 4) (Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19) .....	85.1	83.1	83.4	82.3	79.1
20. Cost containment expenses .....	0.9	0.9	1.0	1.4	1.4
21. Other claims adjustment expenses .....	0.5	0.3	0.3	0.6	0.6
22. Total underwriting deductions (Line 23) .....	99.2	93.3	92.8	94.2	91.3
23. Total underwriting gain (loss) (Line 24) .....	(0.5)	1.2	1.2	(0.2)	2.7
<b>Unpaid Claims Analysis</b> (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5) .....	24,993,488	26,456,537	21,630,155	15,364,980	15,868,742
25. Estimated liability of unpaid claims-[prior year (Line 13, Col. 6)] .....	43,171,484	38,672,401	26,581,927	19,120,845	20,766,800
<b>Investments In Parent, Subsidiaries and Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1) .....	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1) .....	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1) .....	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10) .....	0	0	0	0	0
30. Affiliated mortgage loans on real estate .....					
31. All other affiliated .....					
32. Total of above Lines 26 to 31 .....	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [     ] No [     ]

If no, please explain: .....



ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories									
States, etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama .....	AL	N						0	
2. Alaska .....	AK	N						0	
3. Arizona .....	AZ	N						0	
4. Arkansas .....	AR	N						0	
5. California .....	CA	N						0	
6. Colorado .....	CO	N						0	
7. Connecticut .....	CT	N						0	
8. Delaware .....	DE	N						0	
9. District of Columbia .....	DC	N						0	
10. Florida .....	FL	N						0	
11. Georgia .....	GA	N						0	
12. Hawaii .....	HI	N						0	
13. Idaho .....	ID	N						0	
14. Illinois .....	IL	N						0	
15. Indiana .....	IN	N						0	
16. Iowa .....	IA	N						0	
17. Kansas .....	KS	N						0	
18. Kentucky .....	KY	N						0	
19. Louisiana .....	LA	N						0	
20. Maine .....	ME	N						0	
21. Maryland .....	MD	N						0	
22. Massachusetts .....	MA	N						0	
23. Michigan .....	MI	L	6,439,586	674,598,588				681,038,174	
24. Minnesota .....	MN	N						0	
25. Mississippi .....	MS	N						0	
26. Missouri .....	MO	N						0	
27. Montana .....	MT	N						0	
28. Nebraska .....	NE	N						0	
29. Nevada .....	NV	N						0	
30. New Hampshire .....	NH	N						0	
31. New Jersey .....	NJ	N						0	
32. New Mexico .....	NM	N						0	
33. New York .....	NY	N						0	
34. North Carolina .....	NC	N						0	
35. North Dakota .....	ND	N						0	
36. Ohio .....	OH	N						0	
37. Oklahoma .....	OK	N						0	
38. Oregon .....	OR	N						0	
39. Pennsylvania .....	PA	N						0	
40. Rhode Island .....	RI	N						0	
41. South Carolina .....	SC	N						0	
42. South Dakota .....	SD	N						0	
43. Tennessee .....	TN	N						0	
44. Texas .....	TX	N						0	
45. Utah .....	UT	N						0	
46. Vermont .....	VT	N						0	
47. Virginia .....	VA	N						0	
48. Washington .....	WA	N						0	
49. West Virginia .....	WV	N						0	
50. Wisconsin .....	WI	N						0	
51. Wyoming .....	WY	N						0	
52. American Samoa .....	AS	N						0	
53. Guam .....	GU	N						0	
54. Puerto Rico .....	PR	N						0	
55. U.S. Virgin Islands .....	VI	N						0	
56. Northern Mariana Islands .....	MP	N						0	
57. Canada .....	CN	N						0	
58. Aggregate Other Aliens .....	OT	XXX	0	0	0	0	0	0	0
59. Subtotal .....	XXX	0	6,439,586	674,598,588	0	0	0	681,038,174	0
60. Reporting Entity Contributions for Employee Benefit Plans .....	XXX							0	
61. Totals (Direct Business) .....	(a) 1	0	6,439,586	674,598,588	0	0	0	681,038,174	0
DETAILS OF WRITE-INS									
5801. ....	XXX								
5802. ....	XXX								
5803. ....	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page .....	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above) .....	XXX	0	0	0	0	0	0	0	0

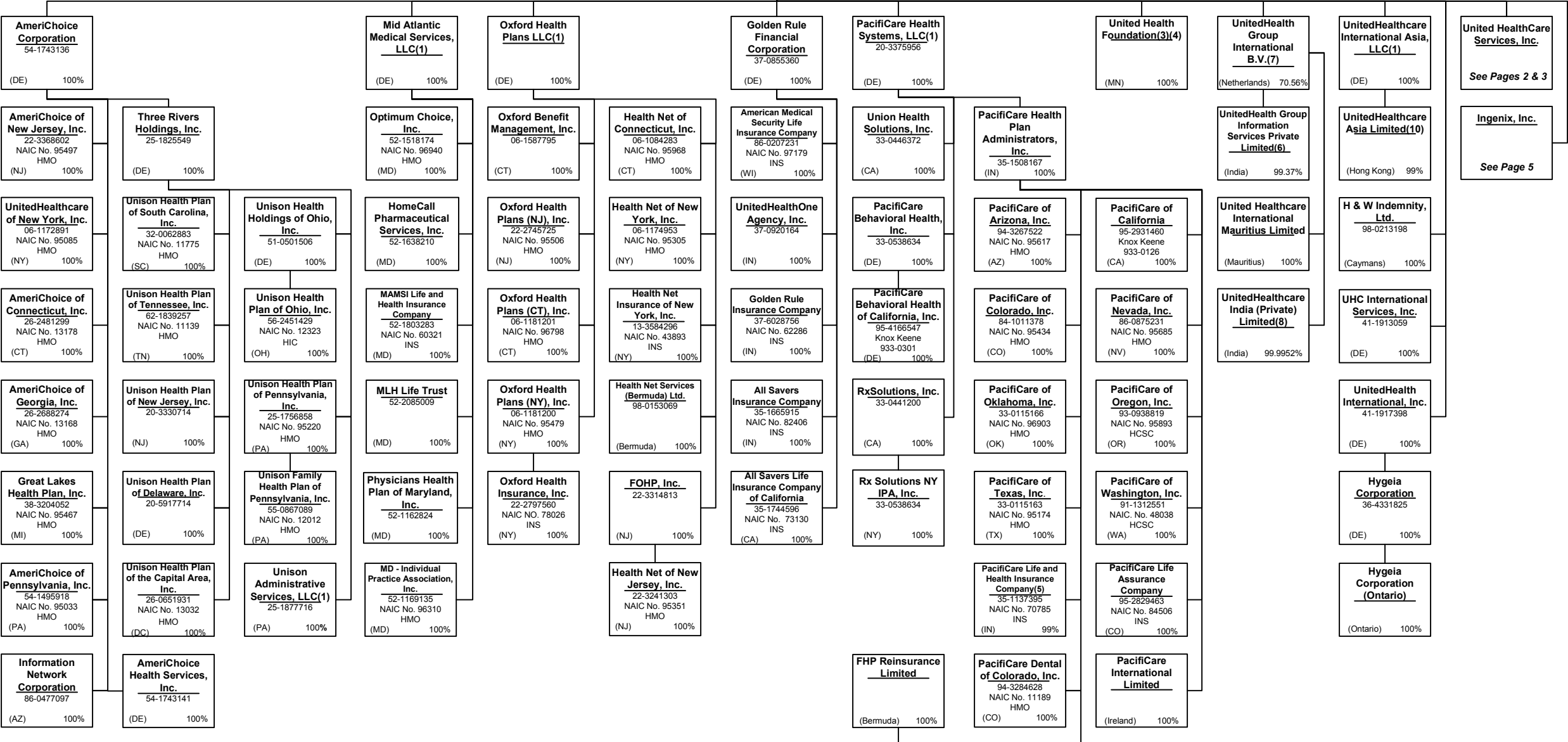
Explanation of basis of allocation by states, premiums by state, etc.

(a) Insert the number of L responses except for Canada and Other Alien.  
All premiums written within the State of Michigan

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

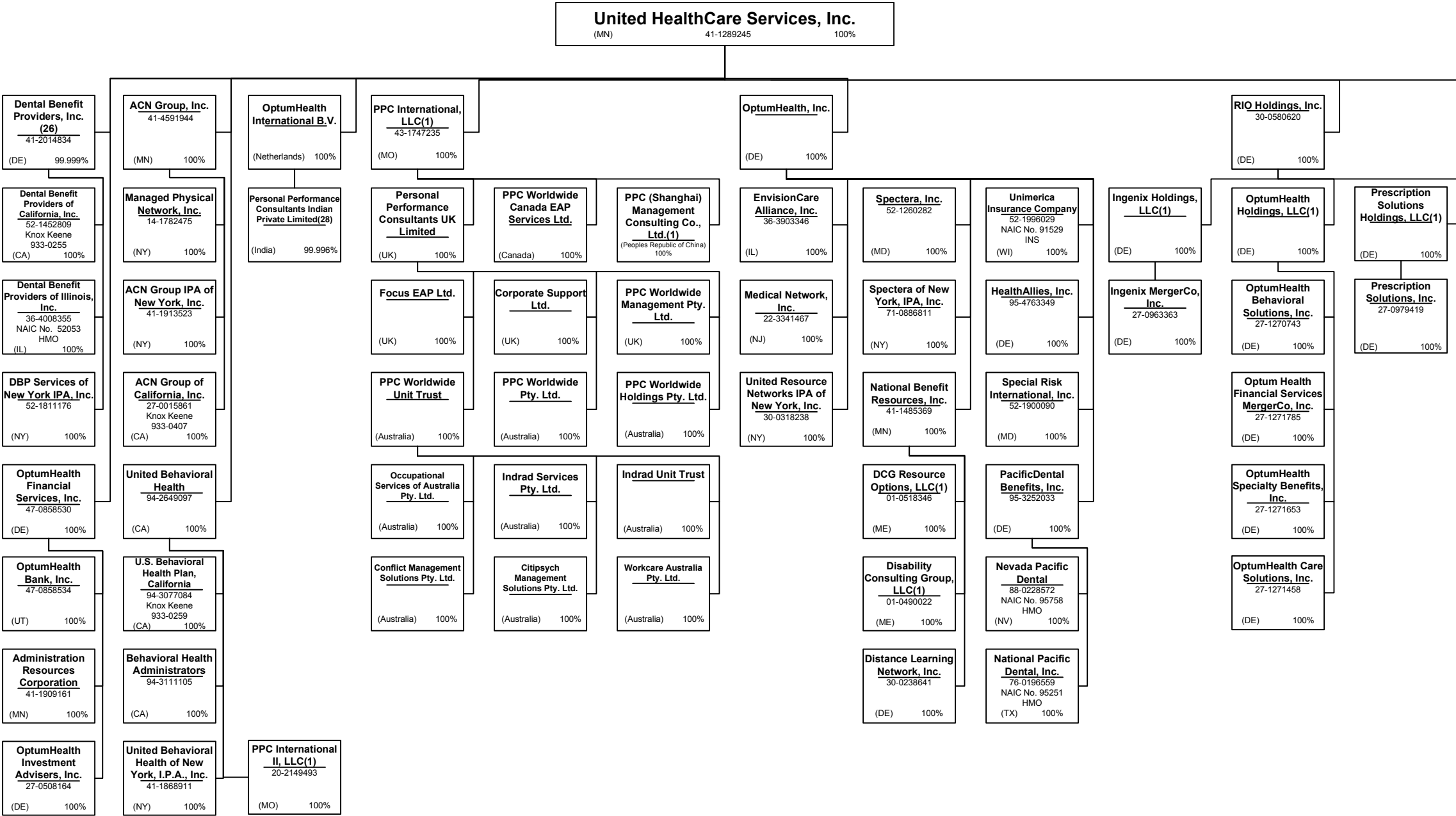
PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated  
(MN) 41-1321939



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

United HealthCare Services, Inc.

(MN) 41-1289245 100%

Continued from  
Page 2

UnitedHealth UK  
Limited  
(UK) 100%

Ingenix UK  
Holdings, Limited  
(UK) 100%

Ovations, Inc.  
41-1921007  
(DE) 100%

UnitedHealth  
Military &  
Veterans Services,  
LLC(1)  
(DE) 100%

UMR Care  
Management,  
LLLP(2)(24)  
75-2788811  
(DE) 99%

ppoOne, Inc.  
75-2741619  
(DE) 100%

UHC Holdings,  
Inc.  
41-1921008  
(DE) 100%

UnitedHealthcare of  
New England, Inc.  
05-0413469  
NAIC No. 95149  
HMO  
(RI) 100%

UnitedHealthcare,  
Inc.  
See Page 4

UnitedHealth  
Primary Care  
Limited  
(UK) 100%

ScriptSwitch  
Holdings Limited  
(UK) 100%

Evercare of  
Arizona, Inc.  
86-0618309  
(AZ) 100%

UnitedHealth  
Advisors, LLC(1)  
01-0538317  
(ME) 100%

BP Inc.  
41-2011515  
(DE) 100%

UMR, Inc.  
39-1995276  
(DE) 100%

UnitedHealthcare  
Insurance Company  
36-2739571  
NAIC No. 79413  
INS  
(CT) 100%

UnitedHealthcare  
of Ohio, Inc.  
31-1142815  
NAIC No. 95186  
HMO  
(OH) 100%

UnitedHealth  
Primary Care Plus  
Limited  
(UK) 100%

ScriptSwitch  
Limited  
(UK) 100%

Evercare of Texas,  
LLC(1)  
91-2008361  
NAIC No. 11141  
HMO  
(TX) 100%

Passport Coast-  
to-Coast, LLC(1)  
(DE) 100%

Sheridan Re, Inc.  
98-0361580  
(AZ) 100%

Commonwealth  
Administrators,  
LLC(1)  
61-1351358  
(KY) 100%

UnitedHealthcare  
Insurance Company  
of Illinois  
36-3800349  
NAIC No. 60318  
INS  
(IL) 100%

UnitedHealthcare  
Service LLC(1)  
47-0854646  
(DE) 100%

UnitedHealthcare of  
Kentucky, Ltd.(2)(11)  
62-1240316  
NAIC No. 96644  
HMO  
(KY) 94.18%

ScriptSwitch EBT  
Limited  
(UK) 100%

Evercare  
Collaborative  
Solutions, Inc.  
86-0964571  
(DE) 100%

Definity Health  
Corporation  
41-1966185  
(DE) 100%

Harrington Health  
Services, Inc.  
41-1982309  
(DE) 100%

Innoviant, Inc.  
74-3054153  
(DE) 100%

UnitedHealthcare  
Insurance Company  
of New York  
11-3283886  
NAIC No. 60093  
INS  
(NY) 100%

Duncan Printing  
Services, LLC(1)  
(SC) 100%

Evercare Hospice,  
Inc.  
30-0226127  
(DE) 100%

UnitedHealth  
Capital, LLC(1)  
(DE) 100%

Innoviant  
Pharmacy, Inc.  
23-2861252  
(PA) 100%

UnitedHealthcare  
Insurance Company  
of Ohio  
31-1169935  
NAIC No. 73518  
INS  
(OH) 100%

Unimerica Life  
Insurance Company  
of New York  
01-0637149  
NAIC No. 11596  
INS  
(NY) 100%

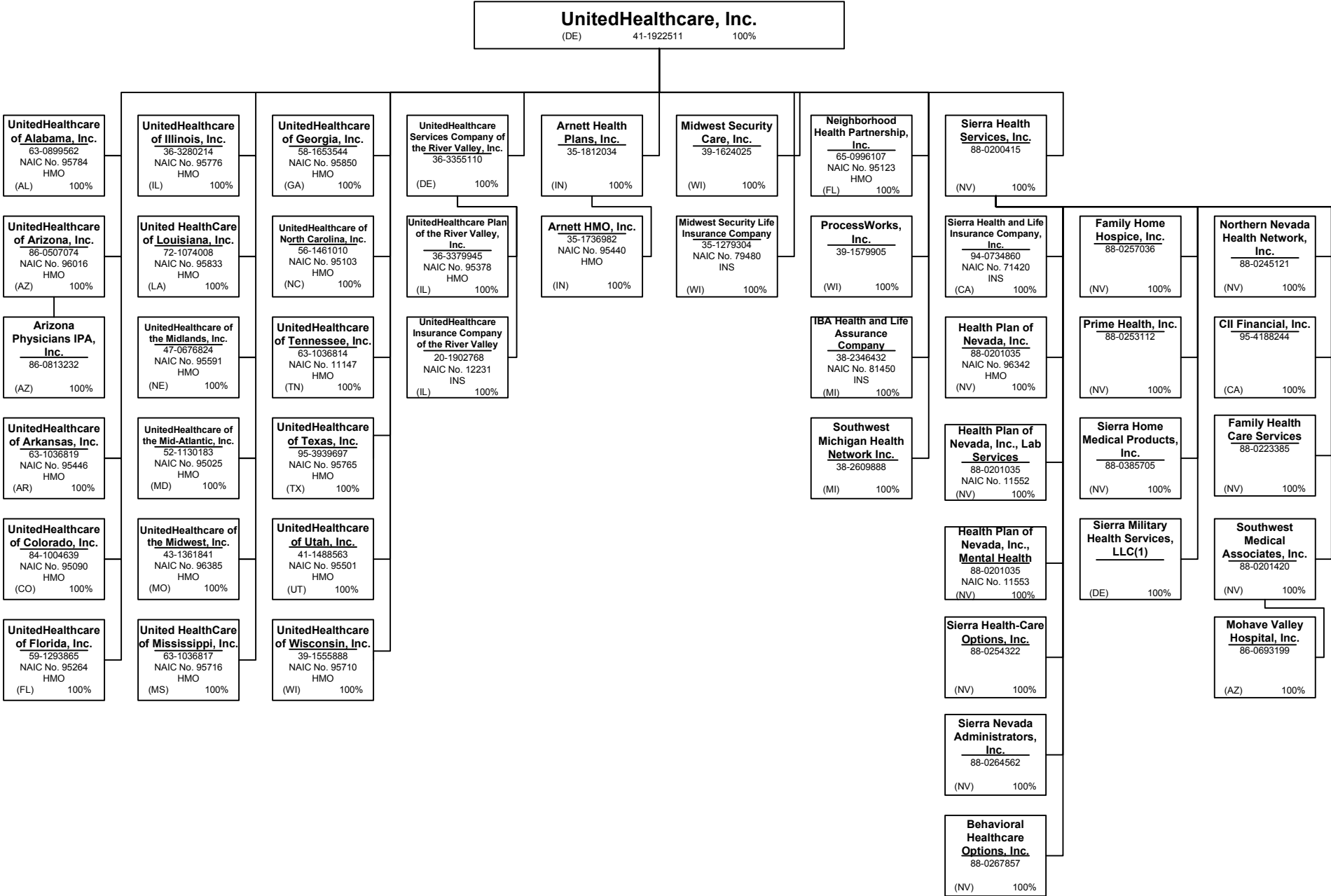
OneNet PPO,  
LLC(1)  
(MD) 100%

Evercare of New  
Mexico, Inc.  
26-2697886  
NAIC No. 13214  
HMO  
(NM) 100%

MAMSI Insurance  
Resources, LLC(1)  
(MD) 100%

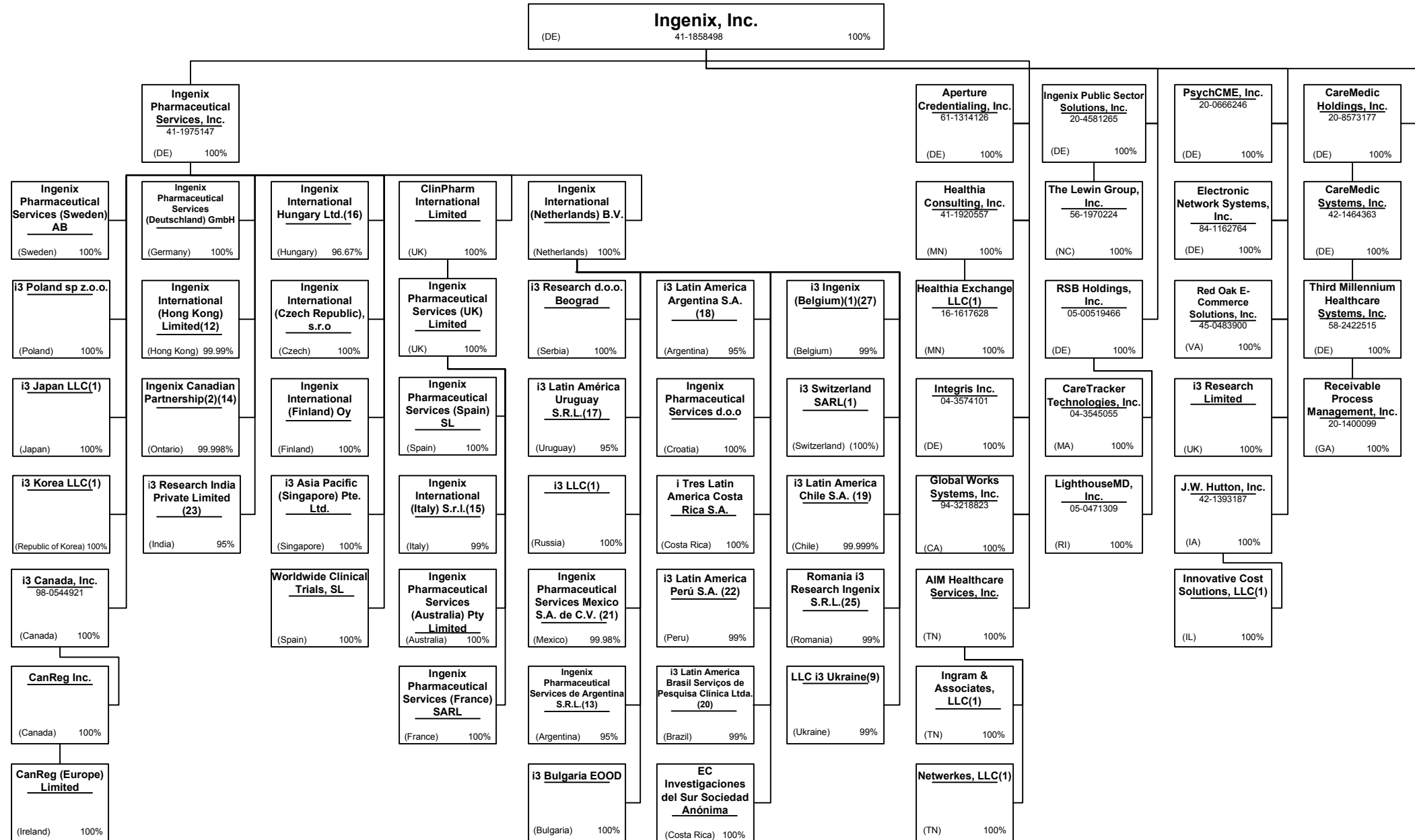
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

## PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

(7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.

(8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.

(9) LLC i3 Ukraine is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.

(11) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.

(13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.

(14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.

(15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.

(16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.

(17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

(20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

(22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.

(23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.

(24) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)

(25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited

(26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.

(27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(28) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE Great Lakes Health Plan, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Statement of Revenue and Expenses Line 47

		1	2
		Current Year	Prior Year
4704.	2007 change in deferred tax correction of error .....	(649,007)	
4705.	2008 pharmacy expense correction of error .....	(2,006,438)	
4706.	2008 goodwill write-off .....	(6,363,976)	
4707.	Income to surplus (tax provision) .....	781,005	
4797.	Summary of remaining write-ins for Line 47 from overflow page	(8,238,416)	0



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